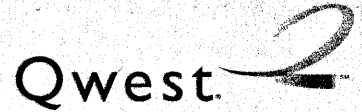


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OFFICE OF THE
EXECUTIVE SECRETARY

January 7, 2002

Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

**Re: Notice of Consummation of the Mergers of
LCI International Telecom Corp. and Phoenix Network, Inc. into
Qwest Communications Corporation and the
Merger of USLD Communications Corp. into
USLD Communications, Inc.**

Docket No. 01-00375

Dear Sir or Madam:

This letter constitutes formal notice that the following mergers, which were approved by the Tennessee Regulatory Authority in the Order Approving Transfer of Authority issued on June 8, 2001, in Docket No. 01-00375, were consummated as of December 31, 2001 (the "Consummation Date"):

- 1) The merger of LCI International Telecom Corp. ("LCI") into its affiliate, Qwest Communications Corporation ("QCC"), with QCC being the surviving corporation.
- 2) The merger of Phoenix Network, Inc. ("Phoenix") into its direct parent, QCC, with QCC being the surviving corporation.
- 3) The merger of USLD Communications Corp. into its subsidiary, USLD Communications, Inc. ("USLD"), with USLD being the surviving corporation.

In addition, on December 28, 2001, Qwest Services Corporation became the direct 100% parent company of USLD Communications Corp., instead of its former position as indirect 100% parent through LCI International, Inc.



As the Commission was previously informed, QCC is adopting the tariff of LCI effective as of the Consummation Date. The non-CLEC LCI tariff provisions are grandfathered to those customers taking service thereunder as of the Consummation Date and thus such tariff provisions are inapplicable to existing or new customers of QCC.

Thirteen copies of this letter, in addition to the original, are enclosed. Please return a date-stamped copy of this letter (additional copy and self-addressed, postage pre-paid envelope provided). Please contact the undersigned with any communications concerning this notification.

Qwest Communications Corporation

USLD Communications, Inc.

By:



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